

**BYLAWS OF  
THE  
COLORADO SCENIC AND HISTORIC BYWAYS COMMISSION**

**ARTICLE I**

**PURPOSE**

Section 1      Purpose

The Colorado Scenic and Historic Byways Commission (Commission) is a partnership established by Executive Order B\_2014\_002 to evaluate and designate Colorado Scenic and Historic Byways (Colorado Byways) and to develop and recommend funding sources and provide program support to sustain the byways for future generations.

**ARTICLE II**

**COMMISSIONERS**

Section 1      Number and Authority

The Commission shall consist of not more than fifteen (15) Commissioners appointed by the Governor for staggered terms of three years. Commissioners shall serve without compensation and at the pleasure of the Governor. The Executive Director, or his designee, of the Colorado Department of Transportation, and the Executive Director, or his designee, of the Colorado Tourism Office shall serve as two of the Commissioners. Additional Commissioners shall consist of:

List of Organizations/Title

*Transportation Commission, History Colorado, Bureau of Land Management, Creative Industries, Eastern Colorado Byways, Western Colorado Byways, US Forest Service, State Legislature, Land Conservation, and Members at Large.*

*There will also be 4 Ex-Officio Commissioners including: President of History Colorado, Executive Director of Department of National Resources, and Executive Director of Department of Local Affairs. Ex-officio Commissioners shall have full voting rights.*

Section 4      Meetings

The Commission shall hold regular meetings no less often than quarterly at such dates, times, and locations as the Commission shall determine. Special meetings of the Commission may be called by or at the request of the Chairperson or of any five or more Commissioners. The Program Manager

will send a notice of either regular or special meeting to each Commissioner at least two weeks in advance of the meeting. All meetings of the Commission shall be open to the public and public notice of all meetings shall be provided not less than 24-hours prior to the meeting as provided by C.R.S. 24-6-402.

## Section 5      Quorums

A quorum for the Commission shall be 8 voting Commissioners. A simple majority vote of the Commissioners present shall be required to carry any action, assuming the presence of a quorum. Commissioners participating in a meeting through a telephone or video conference call shall be included in the quorum count.

## Section 6      Action without a Meeting

Any action which could be taken by the Commissioners at a meeting may also be taken without a meeting if each and every Commissioner signs a document (printed or electronic) describing the action and indicates:

- a) His/her vote for the action,
- b) His/her vote against the action, or
- c) His/her abstention from voting.

A Commissioner who signs but does not indicate his/her vote will be deemed to have abstained from voting. The document must clearly indicate that, by signing, each Commissioner waives his/her right to demand a meeting be held on the question. The document must indicate a final date and time after which votes will not be counted. The vote carries in favor of the action only if the affirmative vote for such action equals or exceeds the minimum number of votes necessary to approve such action -- were a meeting to take place at which all the voting Commissioners were present and voted. The document may be sent by postal mail, electronically transmitted by facsimile (faxed), or transmitted by email from each Commissioner to the Program Manager. Action taken pursuant to this section shall be effective when the Program Manager received the last vote, whereupon all the required signatures have been collected. The Program Manager shall then notify each Commissioner of the disposition of the action.

A Commissioner who has submitted a vote in writing may revoke his/her vote or abstention by so indicating on another document provided the revocation is received by the Program Manager before the final vote is tallied. All signed documents necessary for any action shall be filed with the minutes of the meetings of the Commission.

## Section 7      Telephone and Online Participation in Meetings

Any Commissioner may participate in any regular or special meeting through telephonic, video, or equivalent participation provided that all

Commissioners participating are able to hear each other during the meeting.

Section 9      Removals

The Commission may recommend to the Governor removal of a Commissioner whenever, in the judgment of the Commission, the removal would serve the best interests of the Commission. Any Commissioner who fails to attend three (3) unexcused consecutive Commission meetings may be recommended for removal.

Section 10     Advisory Groups

The Commission may establish an ad hoc advisory group or task force as may be needed for specific projects.

Section 11     Vacancies

The unexpired term of any vacancy on the Commission shall be filled by the Governor's Board and Commission authority. The Commission may make recommendations to the Governor regarding vacancies.

ARTICLE III

**OFFICERS**

Section 1      Positions and Manner of Election

The officers of the Commission shall be Chairperson and Vice-Chairperson. Officer positions shall be elected by Commissioners from among their number at the first meeting each calendar year. Officers shall serve one-year terms based upon a calendar year or until new officers are elected. Notice of the results of the officer elections shall be sent by email to each Commissioner promptly following the election.

Section 2      Other Officers

The Commission may appoint other officers as it deems necessary and appropriate.

Section 4      Chairpersons

The principal duties of the Chairperson shall be to preside at each meeting of the Commission, to serve as the principal spokesperson for the Commission, and to perform all duties incident to the office.

Section 5      Vice-Chairpersons

The principal duty of the Vice-Chairperson shall be, in the absence or disability of the Chairperson, to perform all the duties of the Chairperson, and, when as acting, shall have all the powers of the Chairperson. The Vice-Chairperson shall also have such powers and perform such duties as from time to time may be prescribed by the Commission.

Section 6      Byways Program Manager

The Byways Program Manager shall be provided by CDOT. The Program Manager serves as recording secretary of the Commission. Those duties shall include keeping record of the proceedings of meetings and keeping all books, papers, records and documents. The Program Manager shall maintain records for all committee meetings. The Program Manager shall facilitate, provide leadership, and guide Colorado's Scenic and Historic Byways Program in accordance with the directives of the Commission and in accordance with the Program Manager's job description as maintained by CDOT.

ARTICLE IV

**AMENDMENTS**

Section 1      Amendments

The bylaws herein may be amended by Commissioners at any meeting at which a quorum is present by a vote of the majority of Commissioners present, provided that written notice of such proposed amendment has been given to the Commissioners at least fifteen (15) days prior to the date on which the meeting is held, and provided that the proposed amendment is not in conflict with the Executive Order as may be ruled by the Chairperson.

ARTICLE V

**INDEMNIFICATION**

Section 1      Indemnification

Commissioners shall be indemnified as provided by Colorado law.

Liability for claims for injuries to persons or property arising from the negligence of the State of Colorado, its departments, institutions, agencies, boards, officials, and employees is controlled and limited by the provisions of the Governmental Immunity Act, Sections 24-10-101, et seq., and the risk management statutes, Sections 24-30-1502, et seq., Colorado Revised Statutes (2012). Nothing in these Bylaws shall limit,

expand, or modify the operation of said Governmental Immunity Act and risk management statutes.

Such indemnification pertains only to duties and activities carried out in pursuance of the work of the Commission.

## ARTICLE VI

### **COMMITTEES**

#### Section 1      Creation

The Commission may at any time, and from time to time, appoint committees of Commissioners to carry out specific duties on behalf of the Commission. The Commission Chairperson shall appoint a committee Chairperson for each committee.

#### Section 2      Authority

No committee of the Commission shall have the power to commit or speak on behalf of the Commission on any matter of general organization policy.

No committee of the Commission shall spend or obligate funds in excess of the amount allocated to it by the Commission.

#### Section 3      Meetings

Committee meetings may be called at any time by the Chairperson of the committee, by a majority of the members of the committee, or by the Chairperson of the Commission. A committee Chairperson may designate another member of the committee to act as committee Vice-Chairperson to serve for them in the event of their absence for any meeting by giving notice by email to other committee members prior to a committee meeting.

#### Section 4      Termination

The Commission may disband any committee whenever it determines that such action would be in the best interest of the Commission.

## ARTICLE VII

### **PARLIAMENTARY PROCEDURE**

#### Section 1      Minimum Requirement

Actions approved at meetings of the Commission or by committees of the Commission shall be decided by employing the following procedure adapted from Robert's Rules of Parliamentary Procedure: 1) A motion

shall be made by one of the Members to undertake the action, 2) another member must second the motion, 3) the Chairperson or other individual facilitating the meeting shall entertain discussion on the motion, and 4) a vote shall be taken and the motion shall be adopted by a majority of those casting votes, provided a quorum of the Commission participates.

Section 2      Additional Procedures

No other provisions of Robert's Rules shall be required, however, the participants of any Commission or committee meeting may by majority vote, as described in Section 1 above, have their specific meeting be governed by any or all additional procedures contained in Robert's Rules of Parliamentary Procedure.

ARTICLE VIII

**DISCRIMINATION PROHIBITED**

Section 1      Discrimination Prohibited

The Commission shall ensure that no person shall, on the grounds of race, religion, color, sex, sexual orientation, or national origin, be subject to discrimination by or be excluded from participation in the Commission. This requirement shall apply to, but not be limited to, the selection or recommendation for termination of Commissioners, Commission officers, or committee appointments. The Commission shall abide by Federal, State and Local laws and regulations that prohibit such discrimination.

ARTICLE IX

**NON-PARTISAN STATUS**

Section 2      Candidates for Public Office

The Commission shall neither endorse nor support any candidate or slate of candidates for public office.

**Adopted: May 13, 2014**